

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 7

Tropical Aquaculture Products, Inc.,

Case No. 22-10596 (CTG)

Debtor.

Hearing Date: 7/20/2023 at 2:00 p.m. (ET)

Objection Deadline: 6/30/2023 at 4:00 p.m. (ET)

**FIRST INTERIM FEE APPLICATION OF
ARCHER & GREINER, P.C., ATTORNEYS FOR DAVID W. CARICKHOFF,
CHAPTER 7 TRUSTEE FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD JULY 5, 2022 THROUGH MAY 31, 2023**

Name of Applicant:

Archer & Greiner, P.C.

*Authorized to Provide Professional
Services to:*

David W. Carickhoff, Ch. 7 Trustee

*Date of Retention:*August 28, 2022, effective as of
July 5, 2022*Period for which Compensation and
Reimbursement is Sought:*

July 5, 2022 through May 31, 2023

*Amount of Compensation Sought
as Actual, Reasonable, and Necessary:*

*Amount of Expense Reimbursement
Sought as Actual, Reasonable, and
Necessary:*

\$19,533.00

\$319.06

This is an: ☒ Interim ☐ Final Application ☐ Monthly Statement

Prior Interim Applications		Requested		Allowed	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
n/a					

**ATTACHMENT B
TO FEE APPLICATION**

NAME OF PROFESSIONAL	POSITION, YEAR ASSUMED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
David W. Carickhoff	Shareholder in Bankruptcy and Restructuring Group. Practicing in Delaware and Pennsylvania since 1998. Joined firm in 2013.	\$645.00	2.5	\$1,612.00
Bryan J. Hall	Partner in Bankruptcy and Restructuring Group. Admitted in New York in 2012. Admitted in Delaware in 2016. Joined the firm in 2020.	\$465.00	24.6	\$11,439.00
		\$495.00 ¹	10.5	\$5,197.50
Christian E. Hansen	Former paralegal in Bankruptcy and Restructuring Group.	\$225.00	4.4	\$990.00
Amy M. Huber	Paralegal in Bankruptcy and Restructuring Group.	\$210.00	1.4	\$294.00
Totals:			43.4	\$19,533.00
Blended Rate:		\$450.07		

¹ Rate increase effective October 1, 2022, as part of the firm's annual rate review.

COMPENSATION BY PROJECT CATEGORY

	PROJECT CATEGORY	HOURS	FEES
01	Archer & Greiner Fee/Employment Applications	2.9	\$892.50
03	Executory Contracts and Unexpired Leases	2.5	\$1,204.50
06	Case Administration	2.0	\$981.00
10	Financing Issues (DIP Financing/Cash Collateral)	19.3	\$9,052.50
12	Sale/Disposition of Assets	11.4	\$5,325.00
13	Stay Relief Issues	2.0	\$990.00
17	Hearings – Preparation and Attendance	3.0	\$942.00
18	Other Litigation	0.3	\$142.50
	Totals:	43.4	\$19,533.00

EXPENSE SUMMARY

EXPENSE CATEGORY	TOTAL EXPENSES
In-House Photocopying	\$5.40
Delivery Service (international mail to South American parties)	\$286.34
FedEx	\$27.32
Total:	\$319.06

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CHAPTER 7 TRUSTEE FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD JULY 5, 2022 THROUGH MAY 31, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2016-2, Archer & Greiner, P.C. (“Archer”), counsel to David W. Carickhoff, the Chapter 7 Trustee (the “Trustee”), hereby submits its First Interim Fee Application for Compensation and Reimbursement of Expenses (the “Fee Application”).for the Period of July 5, 2022 through May 31, 2023 (the “Application Period”).

By this Fee Application, Archer seeks interim allowance of compensation in the amount of \$19,533.00 and actual and necessary expenses in the amount of \$319.06 for a total of \$19,852.06, and payment of the unpaid amount of such fees and expenses during the Application Period.

JURISDICTION

1. The district court has jurisdiction under 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Bankruptcy Rule 9013-1(f), the Trustee consents to the entry of a final order by this Court with respect to the relief requested in this Motion.

BACKGROUND

2. On June 30, 2022 (the “Petition Date”), the Debtor filed with this Court a voluntary petition for relief under chapter 7 of the Bankruptcy Code.²

3. On July 5, 2022, the Trustee was appointed as the Chapter 7 Trustee of the estate pursuant to section 701(a) of the Bankruptcy Code. The meeting of creditors pursuant to section 341(a) of the Bankruptcy Code was held on July 27, 2022, and concluded.

4. Prior to the Petition Date, the Debtor operated a U.S. seafood distribution business, selling tilapia and shrimp sourced from farms and fisheries in South America to supermarkets and other customers in the United States.

5. On August 11, 2022, the Trustee filed a motion seeking approval of, among other things, consensual use of cash collateral and a sharing arrangement with North Mill Capital, the Debtor’s prepetition lender [D.I. 14] (the “Cash Collateral and Sharing Motion”).

6. Also on August 11, 2022, the Trustee filed an application to employ Archer as general bankruptcy counsel, effective as of July 5, 2022 [D.I. 15] (the “Employment Application”).

7. On August 28, 2022, the Court entered an Order granting the Employment Application, effective as of July 5, 2022 [D.I. 24].

8. Also on August 28, 2022, the Court entered an Order granting the Cash Collateral and Sharing Motion [D.I. 23].

9. By virtue of the cash collateral and sharing arrangement, the secured debt of North Mill Capital has been paid in full, and the Trustee has now collected substantially all of the Debtor’s accounts receivable, which collections will enable a distribution to unsecured creditors.

² Also on the Petition Date, the Debtor’s affiliate, Geneseas Holdings US LLC, filed a chapter 7 case that is pending before this Court in case no. 22-10595 (CTG). The Trustee was also appointed as Chapter 7 Trustee in that case.

IDENTITY OF PROFESSIONALS

10. Archer is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings, particularly with respect to the representation of debtors, creditors' committees, and chapter 7 trustees.

11. The attorneys and paraprofessionals of Archer who have rendered professional services during the Application Period are identified on Attachment B above.

12. Archer has provided legal advice and services to the Trustee with respect to administration of the Debtor's estate and the Trustee's duties and responsibilities under the Bankruptcy Code. Archer has performed all necessary and appropriate professional services as described and narrated in detailed and on Exhibit A to this Fee Application. Archer has and will continue to use every effort to staff the engagement in a cost-effective manner. The rates charged are Archer's normal hourly rates for work of this nature. The reasonable value of the services rendered by Archer to the Trustee in connection with this matter during the Application Period is \$19,533.00.

SUMMARY OF SERVICES BY PROJECT³

13. Archer's services rendered during the Application Period are set forth in detail on Exhibit A to this Fee Application and include, among other things, the following:

1: Archer & Greiner Fee/Employment Applications

Fees: \$892.50

Total Time: 2.9

This category relates to time spent preparing and filing Archer's employment application in this case and related activities.

³ The summary excludes categories with de minimis time billed during the Application Period.

3: Executory Contracts and Unexpired Leases

Fees: \$1,204.50

Total Time: 2.5

This category includes time spent assisting the Trustee in reviewing contracts and leases and drafting and filing a motion to reject.

6: Case Administration

Fees: \$981.00

Total Time: 2.0

This category includes tasks related to case management, monitoring docket updates, electronic filing, inquiries by creditors and parties in interest, various status reports, research and general matters of administration. This category also includes tasks that do not fit within other task codes.

10: Financing Issues (DIP Financing/Cash Collateral)

Fees: \$9,052.00

Total Time: 19.3

This category includes time spent assisting the Trustee in negotiating and drafting the cash collateral and sharing agreement with North Mill Capital, drafting and filing the Cash Collateral and Sharing Motion, and related tasks.

12: Sale/Disposition of Assets

Fees: \$5,325.00

Total Time: 11.4

This category includes time spent assisting the Trustee in collecting the estate's accounts receivable and related work.

13: Stay Relief Issues

Fees: \$990.00

Total Time: 2.0

This category includes time spent negotiating and filing a consensual stipulation to permit a prepetition personal injury suit to proceed up to the limit of the Debtor's insurance coverage.

17: Hearings – Preparation and Attendance

Fees: \$942.00

Total Time: 3.0

This category includes time spent preparing for and participating in hearings, as well as drafting hearing agendas, preparing hearing binders, and communicating internally and with the Court regarding hearings.

ACTUAL AND NECESSARY EXPENSES

14. A summary of actual and necessary expenses incurred by Archer for the Application Period is attached hereto as Exhibit A. Archer is charged photocopying charges at \$.10 per page. In addition, Archer uses outside copier services for high volume projects, and this application seeks recovery of those costs, if applicable. Archer also charges clients \$.95 per page for outgoing facsimile transactions and does not charge for incoming facsimile transactions. Online legal research (Lexis and Westlaw) is charged at Archer's discounted cost, which is computed each month based upon the negotiated discount charge to Archer and the allocations of the savings realized during each month.

15. Archer believes the foregoing rates are market rates that are equivalent to what many law firms comparable to Archer charge clients for such services. The reasonable value of the expenses incurred by Archer to the Trustee in connection with this matter during the application period is \$319.06.

RELIEF REQUESTED

16. Pursuant to this Fee Application, Archer requests allowance of compensation for actual and necessary professional services rendered in the amount of \$19,533.00 for the Application Period, and reimbursement of reasonable and necessary out-of-pocket expenses in the amount of \$319.06 for the Application Period.

17. At all relevant times, Archer has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Trustee.

18. All services for which compensation is requested by Archer were performed for or on behalf of the Trustee.

19. Archer has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. No agreement or understanding exists between Archer and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases. Archer has received no retainer in this matter.

20. The professional services and related expenses for which Archer requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases and the discharge of Archer's professional responsibilities as attorneys for the Trustee. Archer's services have been necessary and beneficial to the Trustee, creditors and other parties in interest.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount of fees requested by Archer is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

22. The undersigned hereby certifies that this Fee Application complies with Del. Bankr. LR 2016-2.

NOTICE

23. As required by the Bankruptcy Rules, notice of this Fee Application has been served upon the Office of the United States Trustee and all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Archer & Greiner, P.C. respectfully requests that the Court enter an order, in the form attached hereto (i) approving this Fee Application, (ii) providing interim allowance of (a) \$19,533.00 as compensation for reasonable and necessary professional services rendered to the Trustee and (b) \$319.06 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$19,852.06, (iii) authorizing the Trustee to pay Archer the outstanding amount of such sums, and (iv) for such other and further relief as the Court deems proper and just.

Dated: June 16, 2023

ARCHER & GREINER, P.C.

/s/ Bryan J. Hall

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